

**Amendment to the Resale Agreement
Between
Jack W. Pruitte d/b/a First Phone
and
BellSouth Telecommunications, Inc.
Dated July 7, 2005**

This Amendment is entered into by and between Jack W. Pruitte d/b/a First Phone, in Kentucky (First Phone) and BellSouth Telecommunications, Inc. ("BellSouth") hereinafter referred to collectively as the "Parties," to amend that certain Resale Agreement between the Parties dated July 7, 2005 ("Resale Agreement") to be effective as of the date of the last signature to the amendment.

WHEREAS, Holt & Company, in Kentucky has changed the name of said business to Jack W. Pruitte d/b/a First Phone, a Tennessee sole proprietor;

WHEREAS, the Parties desire that the Resale Agreement be amended to reflect the correct corporate entity name; and

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The name of Holt & Company, in Kentucky in the Resale Agreement is hereby deleted throughout the Resale Agreement and replaced with Jack W. Pruitte d/b/a First Phone.

2. All of the other provisions of the Resale Agreement, dated July 7, 2005, shall remain in full force and effect.

3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Agreement the day and year written below.

BellSouth Telecommunications, Inc.

By: 

Name: Kristen E. Rowe

Title: Director

Date: 7/20/05

Jack W. Pruitte d/b/a First Phone

By: 

Name: Jack W Pruitte

Title: Owner

Date: 7/18/05